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BEFORE THE ARIZONA CORPORATION COMMISSION

2009 MAY -6 P 4: 54

KRISTIN K. MAYES  
Chairman

GARY PIERCE  
Commissioner

PAUL NEWMAN  
Commissioner

SANDRA D. KENNEDY  
Commissioner

BOB STUMP  
Commissioner

AZ CORP COMMISSION  
DOCKET CONTROL

Arizona Corporation Commission  
DOCKETED

MAY - 6 2009

DOCKETED BY

In the Matter of the Application of Level 3 )  
Communications, LLC, Broadwing )  
Communications, LLC, and WilTel )  
Communications, LLC, for a Limited Waiver )  
of the Public Utility Holding Companies and )  
Affiliated Interests Rules (A.A.C. R14-2-801 )  
et seq.) and Approval of Encumbrance of )  
Assets )

Docket Nos: T-03654A-09-0174  
T-04176A-09-0174  
T-03708A-09-0174

NOTICE OF FILING AFFIDAVIT  
OF PUBLICATION

Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC ("Broadwing"), and WilTel Communications, LLC (collectively, "Applicants") file the attached Affidavit of Publication published on April 24, 2009, in The Arizona Republic by which the Applicants gave public notice of their Application in this matter.

RESPECTFULLY SUBMITTED this 6th day of May, 2009.

LEWIS AND ROCA LLP

Thomas H. Campbell  
Michael T. Hallam  
40 North Central Avenue  
Phoenix, AZ 85004

Attorneys for Level 3 Communications, LLC,  
Broadwing Communications, LLC, and WilTel  
Communications, LLC

1  
2 ORIGINAL and thirteen (13) copies  
3 of the foregoing filed  
4 this 6th day of May, 2009, with:

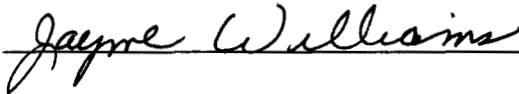
5 The Arizona Corporation Commission  
6 Utilities Division – Docket Control  
7 1200 W. Washington Street  
8 Phoenix, Arizona 85007

9 Copy of the foregoing hand-delivered  
10 this 6th day of May, 2009, to:

11 Robin Mitchell  
12 Legal Division  
13 Arizona Corporation Commission  
14 1200 W. Washington Street  
15 Phoenix, Arizona 85007

16 Ernest Johnson  
17 Juan Manrique  
18 Utilities Division  
19 Arizona Corporation Commission  
20 1200 W. Washington Street  
21 Phoenix, Arizona 85007

22 Lyn Farmer, Chief Administrative Law Judge  
23 Hearing Division  
24 Arizona Corporation Commission  
25 1200 W. Washington Street  
26 Phoenix, Arizona 85007

  
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# THE ARIZONA REPUBLIC

In the Matter of the Application of Level 3 Communications, LLC, Broadwing Communications, LLC, and Wirel Communications, LLC for a Limited Waiver of the Public Utility Holding Companies and Affiliated Interests Rules (A.A.C. R12-2-801 et seq.) and Approval of Circumbrance of Assets. Docket Nos. T-03656A-09-0174, T-04176A-09-0174, T-03708A-09-0174

Level 3 Communications, LLC, Broadwing Communications, LLC, and Wirel Communications, LLC (collectively the "Applicants"), filed an Application with the Arizona Corporation Commission ("Commission") on April 6, 2009, requesting a limited waiver of the Commission Public Utility Holding Companies and Affiliated Interests Rules, A.A.C. R12-2-801 to R12-2-806 ("Rules"), or in the alternative, approval under the Rules; and approval pursuant to A.R.S. § 40-285 to incur additional debt obligations of up to \$500 million and to secure the debt by liens on Applicants' assets. The Application is available for inspection during regular business hours at the office of Applicants' legal counsel, Lewis and Roca LLP, 40 North Central Avenue, Suite 1900, Phoenix, Arizona 85004; at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona 85007; and on the Internet via the Commission website ([www.azcc.gov](http://www.azcc.gov)) using the e-Docket function.

Intervention in the Commission's proceedings on the Application shall be permitted to any person entitled by law to intervene and having a direct substantial interest in this matter. Persons desiring to intervene must file a Motion to Intervene with the Commission that must be served upon applicant and that, at a minimum, shall contain the following information:

1. The name, address and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made if different from the intervenor.
2. A short statement of the proposed intervenor's interest in the proceeding.
3. Whether the proposed intervenor desires a formal evidentiary hearing on the Application and the reasons for such a hearing.
4. A statement certifying that a copy of the Motion to Intervene has been mailed to Applicants.

STATE OF ARIZONA }  
COUNTY OF MARICOPA } SS.

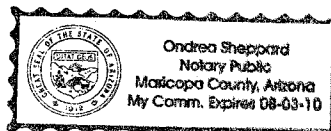
Mark Gilmore, being first duly sworn, upon oath deposes and says: That he is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

4/24/2009

*Mark Gilmore*

Sworn to before me this  
24<sup>TH</sup> day of  
April A.D. 2009



*Ondrea Sheppard*

Notary Public